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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

FragranceNet.com, Inc., Plaintiff, - against - FragranceX.com Inc. and John Does 1-20 Defendant.	CV 06 2225 (JFB) (AKT) **REPLY DECLARATION**

DENNIS M. APFEL declares:

1. I am the CEO of FragranceNet.com, Inc., plaintiff in the above-captioned action and have personal knowledge of the facts contained herein. I respectfully submit this declaration in support of plaintiff's motion for leave to file its Third Amended Complaint.

2. This declaration is submitted to set forth the salient facts and demonstrate the enormous visibility and consumer awareness of plaintiff's house mark "FragranceNet," used on its Web site for Internet-based retail services.

3. Sales during the past 10 years have been in excess of One Hundred Fifty Million ($150,000,000.00) Dollars.

4. We have spent more than Ten Million ($10,000,000) Dollars in advertising that features, among other things, the name "FragranceNet." Such advertising includes television, radio, magazines, newspaper and other free standing inserts, and on-line advertising on search

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engines.

5. In the last year alone we produced a 30-second and 60-second television commercial that has aired more than 1,400 times across the country on stations, including but not limited to A&E, BRAVO, CNN, CNBC, Lifetime, Style, Soap, WE, Fox News, Oxygen and others.

6. We have printed and distributed free standing inserts, in the last year alone, in Sunday newspapers and other print media across the country, more than one hundred seventy million (170,000,000) such inserts, which feature our name "FragranceNet." Those newspapers include The New York Times, New York Daily News, Long Island Newsday, Hartford Courant, Boston Herald, San Francisco Examiner, LA Times, Flint Journal, Clipper, Newsamerica, among others.

7. We advertise on all the major search engines including but not limited to GOOGLE, YAHOO!, MSN, Overture, Bizrate and AOL. Almost anytime a consumer requests perfume by name, our ad will appear, featuring our name and our Web address "FragranceNet.com". Over the course of the last 10 years there have been tens of millions of consumers who have seen our trademark. Our Web site www.FragranceNet.com has been served more than seventy-five million (75,000,000) times to consumers.

8. We have a program involving more than 25,000 affiliates that display our banner on their Web sites and which includes the name "FragranceNet." During the last 10 years approximately one hundred fifteen million (115,000,000) impressions of our trademark have been served to consumers via affiliate sites.

9. We also have done magazine advertising in which our name appears. The circulation of the magazines in which our trademark was featured exceeds twelve million (12,000,000) in the aggregate.

10. We have emailed promotions featuring our trademark to consumers over the past 10 years at least monthly. From December 2005 through March 2007 alone (a period of 16 months), those e-mails total more than fifty million (50,000,000).

11. In addition, in the past 2 years alone, within the major search engines of GOOGLE and YAHOO!, individual consumers have conducted more than 250,000 searches for our trademark "FragranceNet" or a variation thereof.

12. In the past year more than fourteen million (14,000,000) visits have been made to our Web site. In the 9 years before that, we had approximately sixty million (60,000,000) visitors.

13. Naturally, not all of the above statistics represent unique consumers. Some of the statistics might involve the same person. Nonetheless, even if some are included in more than one category, the numbers are compelling.

14. As a result of the above, FRAGRANCENET has become well-known, indeed popular, among the consuming public, which has come to recognize FRAGRANCENET as identifying the source of our retail services.

15. Further evidence of Fragrancenet's success is its recent ranking by Internet Retailer, a year-round e-commerce publisher that does an annual survey of the top 500 e-commerce Web sites. Fragrancenet is ranked 179 out of 500 (Amazon is first, Staples is second, Office Depot is third) and eighth in the Health/Beauty category.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 25th day of May, 2007.

Dennis M. Apfel

CERTIFICATE OF SERVICE

The undersigned hereby certifies that she has caused to be served via overnight mail a true and correct copy of the foregoing REPLY DECLARATION OF DENNIS M. APFEL on this 25th day of May, 2007, on the following counsel of record:

David Rabinowitz, Esq.
Moses & Singer LLP
405 Lexington Avenue
New York, New York 10174-1299

The above is the address designated by said attorneys for service.

Rosetta Kromer
Rosetta Kromer